

Saskatchewan Rugby Union Inc.

Bylaws



April 21, 2024 - Approved

1.0 INTERPRETATION

1.1 In these by-laws, unless the context otherwise requires:

"Act" means The Non-profit Corporations Act, 2022, as amended or replaced from time to time, and in the case of such amendment, any references in the bylaws of the Corporation shall be read as referring to the amended provisions;

"Adult Team" means a team of individuals, excluding teams to be comprised exclusively of individuals under the age of 18, or any other age under 18;

"Club" means a corporation, association or other organization, which sponsors and organizes one or more Teams to play Rugby in a Corporation-sanctioned league or competition;

"Corporation" means Saskatchewan Rugby Union Inc.;

"directors", "board" and "board of directors" means the directors of the Corporation for the time being; "

"members" means the members of the Corporation for the time being;

"registered address" of a member means his address as recorded in the register of members;

"regulations of the Canadian Rugby Union" means the bylaws, rules and regulations adopted by the Canadian Rugby Union from time to time;

"Rugby" or "Rugby Union" means the game of Rugby Union as framed and interpreted from time to time by the International Rugby Board;

"Laws of Rugby" means the Laws of Rugby Union as framed and interpreted from time to time by the International Rugby Board, Canadian Rugby Union and Saskatchewan Rugby Union;

"Province" or "this Province" means the Province of Saskatchewan;

"Referees' Association" means the Saskatchewan Rugby Referees' Society or like corporation, association or organization representing referees and recognized by the Directors;

“Representative Team” means a team of individuals selected by a Club or the Corporation to represent the Club or Corporation in Rugby play; and

“Team” means a team (other than a Representative Team) of individuals registered as a team by a Club with the Corporation to play Rugby in a Corporation-sanctioned league or competition.

- 1.2 The headings used in the bylaws are inserted for reference only and are not to be considered in constructing the terms hereof or to be deemed in any way to clarify, modify, or explain the effect of any such terms.
- 1.3 All terms contained in the bylaws and which are defined in the Act shall have the meanings given to such terms in the Act.
- 1.4 Words importing the masculine gender shall include the feminine, and words importing the singular shall include the plural and vice versa.

2.0 OBJECTS

- 2.1 The objects of the Corporation are:
 - a) To promote and regulate the sport of Rugby Union in this Province in accordance with the Laws of the Game, and the regulations of the Canadian Rugby Union.
 - b) To represent the interests of Rugby in interprovincial and national matters.

3.0 MEMBERSHIP

- 3.1 All members shall be entitled to attend meetings of the members. Subject to the articles, the membership of the Corporation shall consist of regular members and associate members:
 - i. A regular member is entitled to all privileges of membership including the right to vote at meetings of members.
 - ii. An associate member is entitled to all privileges of membership except the right to vote at meetings of members.

- 3.2 i. The directors may admit to regular membership:
(a) any Adult Team ; and
(b) any Referees' Association;
- ii. The directors may admit to associate membership:
(a) a Club ;
(b) a Team, other than an Adult Team; and
(c) any individual interested in Rugby.
- 3.3 Any regular member prior to the adoption of these by-laws which is not a Team or Referees' association shall cease to be a regular member on the adoption of these by-laws.
- 3.4 The directors may from time to time determine the fees, dues, subscriptions or levies, if any, to be paid by members and which may vary depending on category of membership. Membership fees are not refundable.
- 3.5 Each regular member and associate member shall be in good standing provided that such member:
- (a) shall have paid the annual dues set by the directors for such membership or all other monies owed by it to the Corporation not later than thirty (30) days after notice in writing from the Corporation for payment;
- (b) in the case of member Clubs, shall deliver to the executive director of the Corporation not later than thirty (30) days after notice in writing from the executive director of the Corporation its Statement of Annual Accounts for the preceding financial year of the member together with any other requested financial information and a copy of its current articles, by-laws, rules or regulations;
- (c) shall continue to be engaged in the playing, administration or support of Rugby within Saskatchewan;
- (d) shall not be in conflict or non-conformity with the Laws of Rugby;
- (e) shall maintain its permanent mailing address and shall have advised the executive director of the Corporation of any change thereof;
- (f) shall remain in compliance with the articles and by-laws of the Corporation;

(g) shall conduct its affairs to the satisfaction of the directors, which satisfactory conduct shall be presumed in the absence of a resolution by majority of the directors to the contrary; and

(h) shall not have resigned from membership, died, been found incapable of managing his or her own affairs by reason of mental or physical infirmity, been dissolved or been expelled in accordance with these by-laws.

- 3.6 A member may resign from membership in the Corporation by delivery of a written notice of resignation to the Corporation at its registered address, which shall be effective upon the date of actual receipt thereof by the Corporation.
- 3.7 A member may be suspended from membership by the directors without notice upon the event of it failing to maintain the conditions of its membership category.
- 3.8 In the event that a member shall be suspended from membership by reason of section 3.9, such member shall be expelled upon the expiration of twelve (12) months from the date of the commencement of the suspension unless the member shall have corrected the deficiency to the satisfaction of the directors.
- 3.10 A corporation, organization, association, or individual may, in the discretion of the directors, be admitted as a member of the Corporation.
- 3.11 Every member shall comply with these by-laws.
- 3.12 Any member who ceases to be a member of the Corporation forfeits all rights, claims, privileges or interest arising from membership in the Corporation.
- 3.13 A corporation, association, organization or individual, upon approval shall be admitted to membership as a regular member or an associate member, provided that the proposed member:
- (a) has a permanent mailing address;
 - (b) pays such fee as may be prescribed by the directors at the time of its approval of the application for membership; and
 - (c) in the event it is a corporation, association, or organization, it:
 - (i) does not purport to represent an area or group already partly or wholly represented by a member of the same category of membership in the Corporation, except with the written consent of such member; and

(ii) is administered, managed or controlled by a committee or similar body appointed or elected by its members at a duly convened annual meeting of its members, and the admission to membership will not conflict with the Laws of Rugby.

4.0 DISCIPLINE

- 4.1 Without limiting any other right of discipline that may exist by law or contract, the directors have power to discipline a member or to terminate the membership interest of a member as outlined herein.
- 4.2 The directors shall have the power to discipline for any infringement of the Laws of Rugby, by-laws of the Corporation or conduct that in the opinion of the directors is prejudicial to Rugby or the Corporation.
- 4.3 The directors may delegate its powers pursuant to 4.02, in whole or part, to one or more committee(s) of directors, named by the directors, or committee(s) of individuals, named by a club or clubs, and shall outline in writing the scope and jurisdiction of that delegation for each committee.
- 4.4 A member of the Corporation is entitled to a fair hearing before he or she is disciplined or before his or her membership interest in the Corporation is terminated. The directors or their designate(s) under 4.03 shall determine the procedure for the conduct of the inquiry subject to:
- (a) reasonable and fair notice to all affected parties;
 - (b) reasonable opportunity, consistent with fairness and natural justice, for affected parties to be heard and to hear the evidence considered by the tribunal; and
 - (c) a report to the Board, and the affected parties in writing, as to the findings and disposition.
- 4.5 The directors or their designate(s) may impose the following penalties, or any one or combination thereof:
- (a) no further penalty;
 - (b) reprimand;

- (c) reprimand and recording of the incident to be considered in the event of any subsequent disciplinary proceeding against the person;
- (d) fine;
- (e) suspension for a specified period of time from any or all activities in playing, administration or other participation in Rugby within the Province;
- (f) limitation or restriction upon participation in Rugby within the Province for a specified period of time;
- (g) expulsion from any category of membership in the Corporation; and
- (h) prohibition from participation in Rugby within the Province.

5.0 MEETINGS OF MEMBERS

- 5.1 An annual meeting of members shall be held within 120 days of the Corporation's fiscal year end in each year, at a time and place fixed by the directors.
- 5.2 At least one other meeting of members shall be held in each calendar year (the "fall special meeting") at a time and place to be fixed by the directors.
- 5.3.
 - i. The board of directors may call additional special meetings of members at any time but shall do so upon the written request of 5% of the regular members.
 - ii. All business transacted at a special meeting of members or at an annual meeting of members, other than consideration of financial statements or an auditor's report, election of directors and reappointment of an incumbent auditor, is deemed to be special business.
 - iii. No special business may be transacted at a meeting of members unless the notice of meeting stated the nature of the business in sufficient detail to permit members to form a reasoned judgment concerning that business, and include the text of any special resolution to be submitted to the meeting.
- 5.4 Notice of the time and place of a meeting of members shall be sent, not less than 15 days or more than 50 days before the meeting, to each member entitled to attend the meeting and to the auditor.

6.0 VOTING

- 6.1 No regular member is entitled to more than one vote on any question.
- 6.2 Members shall vote by a show of hands except where a ballot is demanded by a member either before or after a vote by show of hands.
- 6.3 **Votes cannot be exercised by proxy.**

7.0 QUORUM

- 7.1 Members entitled to cast a majority of the total number of member votes, present in person at the opening of a meeting, shall constitute a quorum.
- 7.2 If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting, notwithstanding that a quorum is not present throughout the meeting.
- 7.3 If a quorum is not present at the opening of a meeting of members, the members present may adjourn the meeting to a fixed time and place but shall not transact any other business.

8.0 BOARD OF DIRECTORS

- 8.1 The directors shall manage the activities and affairs of the Corporation. Subject to the articles, there shall be a minimum of 7 and a maximum of 11 directors.
- 8.2 Directors shall be elected at the fall special meeting. The term of office of a director shall be three years rotated such that one-third have their terms expire each year. Any Elected Director whose term of office has expired shall be eligible for re-election.
- 8.3 By virtue of his or her office, the presidents of the North Sask. Rugby Union, Regina Rugby Union are directors of the Corporation.
- 8.4 The Officers will be composed of the President, Vice President and Treasurer. The Officers will be elected at the SAGM following the election of the Board of Directors. They shall take office immediately. The term of the office for Officers shall be two years.

- 8.5 At least two of the directors shall not be designated as officers of the Corporation.
- 8.6 Directors hold office until the conclusion of the meeting at which their successors are elected. The regular members may, by ordinary resolution at a meeting called for that purpose, remove any director(s) from office at any time.
- 8.7 Each Director, with the exception of the president, shall have one vote at the meetings of the board of directors. **(Proxy votes are not allowed)**. The president shall only vote to resolve a tie. Directors shall not transact business at a meeting of directors unless a majority of directors present are resident Canadians as defined in the Act.
- 8.8 A Board vacancy shall occur if a Director:
- a) Becomes of unsound mind, or, physically, or, mentally incapable of carrying out his or her responsibilities;
 - b) Dies, resigns or is removed from the Board;
 - c) Has the status of bankrupt.

A Director may be removed from the Board, for good and sufficient cause, including, but not limited to:

- a) a lack of participation (without notice) in three consecutive Board meetings;
- b) a breach of Sask Rugby Bylaws, Policies and Procedures, and/or Code of Conduct Policies;

Should a Director's conduct come into question:

- a) the Board shall inform the Director in writing outlining the nature and extent of such allegations;
- b) the Director will be provided with an opportunity to respond and be heard by the Board;
- c) the Director has the opportunity to pursue a third party Dispute Resolution Process.
- d) the Board shall then determine if the matter shall be put forth for the consideration of Membership.

Should the Board determine that the Director has not lived up to their responsibilities a resolution, to permanently remove the Director from the Board, shall be presented for final consideration of the voting Members.

In the event of a vacancy, the Board of Directors may, by a majority vote, appoint another person, who shall serve until the next General Meeting or Special General Meeting.

- 8.9 No director shall receive any remuneration for services. Reasonable reimbursement of expenses incurred in connection with attendance at board meetings or otherwise incurred in connection with their services as directors or officers is permitted.
- 8.9 Every director shall be given, by letter, telephone or otherwise, at least 5 days' notice of every meeting of directors.
- 8.10. Attendance of a director at a meeting of directors is deemed to be a waiver of notice of the meeting, unless the director attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting was not lawfully called.
- 8.11 The quorum at board meetings shall be a majority of the board.
- 8.12 If all the directors of the Corporation consent, a director may participate in a meeting of directors or of a committee of directors by means of telephone or other communications facilities that permit all persons participating in the meeting to hear each other, and a director participating in the meeting by these means is deemed for the purposes of the Act to be present at that meeting.

9.0 OFFICERS AND COMMITTEES

- 9.1 Unless otherwise decided by the board, and subject to the decisions and direction of the board, the president, vice president and treasurer shall constitute an executive committee, and shall to the extent permitted by the Act have all the powers of the board and manage the activities and financials affairs of the Corporation when the board is not meeting.
- 9.2 The board of directors shall designate such other committees as may be required and not referenced herein.

- 9.3 Unless otherwise specified by the board (which may, subject to the Act, modify, restrict or supplement such duties and powers), the president:
- a) Shall be an ex-officio member of all committees;
 - b) Shall preside at all meetings of the board of directors and executive committee as chairman; and
 - c) Shall be one of the three signing officers for all cheques issued by the Corporation along with the treasurer or the executive director (any two of the three signatures are required).
- 9.4 In the president's absence from a board meeting one of the vice presidents shall preside as chairman for the duration of the meeting.
- 9.5 Unless otherwise specified by the board (which may, subject to the Act, modify, restrict or supplement such duties and powers), the treasurer:
- a) Shall oversee all administrative affairs of the Corporation (correspondence, finance, record keeping, etc.).
 - b) Shall be responsible for Corporation funds.
 - c) Shall ensure that a clear and accurate account of all income and expenditures is kept.
 - d) Shall ensure that an annual financial statement is prepared for presentation at the Annual General Meeting.
 - e) Shall be one of three signing officers for all cheques issued by the Corporation.
 - f) Shall facilitate an annual audit of the Corporation's accounts as required by the Act.
- 9.6 Without limiting the foregoing, the board of directors may appoint an executive director who shall hold office at the pleasure of the board. Unless otherwise specified by the board (which may, subject to the Act modify, restrict or supplement such duties and powers), the executive director shall serve as the day to day manager of the Corporation, shall perform such duties as may be assigned by the executive committee and shall be responsible to the president for the performance of his or her duties. The executive director shall attend and act as secretary of all meetings of the board of directors and the executive committee, but shall have no voting privileges.
- 9.7 The executive director shall send notices of all meetings as required and shall ensure that accurate minutes of all meetings of the Corporation, the board of directors, and the executive committee are maintained, together with any records, notices and filings required by the Act.

- 9.8 The board of directors shall designate additional offices of the Corporation, as required, appoint persons as officers, and unless expressly provided for herein, specify the duties and delegate powers to manage the business affairs of the Corporation to the officers, including those directors who are officers by virtue of these bylaws.

10 FINANCIAL DISCLOSURE AND AUDIT

- 10.1 Members of the Corporation, by ordinary resolution, at each annual meeting shall appoint an auditor to hold office until the close of the next annual meeting.
- 10.2 Notwithstanding 10.01, if an auditor is not appointed at a meeting of members, the incumbent auditor continues in office until his or her successor is appointed.
- 10.3 The remuneration of the auditor may be fixed by ordinary resolution of the members or, if not so fixed, may be fixed by the directors.
- 10.4 The directors shall place before the members at every annual meeting:
- i. financial statements for the year ended not more than 4 months before the annual meeting;
 - ii. the report of the auditor; and
 - iii. any further information respecting the financial affairs of the association.
- 10.5 The directors shall approve the financial statements and shall evidence their approval by the signature of one or more directors. No financial statement shall be released or circulated unless it has been approved by the directors and is accompanied by the report of the auditor.
- 10.6 The Corporation shall not less than 21 days before each annual meeting, send a copy of its financial statements and report of the auditor to each member and to file our Annual Return and financial statement with Corporate Registry no more than 7 months after our fiscal year end.
- 10.7 The Corporation shall publish a notice at least once a week for two consecutive weeks immediately preceding the annual meeting of members in a newspaper circulated in the communities or regions in which the majority of the members of the Corporation reside, stating that its financial statements and the report of the auditor, as described in Section 142 of *The Non-profit Corporations Act, 2022*, are available at the registered office of the Corporation to be examined during

the usual business hours of the Corporation by any person and that person may make copies free of charge.

11. AUDIT COMMITTEE

- 11.1 The Corporation shall have an audit committee composed of not less than three directors of the Corporation, a majority of whom are not officers or employees of the Corporation.
- 11.2 An audit committee shall review the financial statements of the Corporation before the financial statements are approved pursuant to 10.02.
- 11.3 The auditor of the Corporation is entitled to receive notice of every meeting of the audit committee and, at the expense of the Corporation, to attend and be heard and, if requested by a member of the audit committee, shall attend every meeting of the committee held during the term of office of the auditor.
- 11.4 The auditor of the Corporation or a member of the audit committee may call a meeting of the audit committee.

12. BORROWING

- 12.1 The directors of the Corporation may, without authorization of the members:
 - (a) borrow money on the credit of the Corporation;
 - (b) issue, reissue, sell or pledge debt obligations of the Corporation;
 - (c) subject to 5-4, give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and
 - (d) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any obligation of the Corporation.
- 12.2 The directors, by resolution, may delegate the powers mentioned in subsection 12.1 to a director, a committee of directors or an officer.

13.0 AMENDMENTS TO THE BYLAWS

- 13.1 The directors may, by resolution, make, amend, or repeal any bylaws that regulate the activities and affairs of the Corporation.

- 13.2 The directors shall submit a bylaw, or an amendment or repeal of a bylaw to the next meeting of regular members and the members may, by ordinary resolution, confirm, reject or amend the bylaw, amendment or repeal.
- 13.3 A bylaw, or an amendment or repeal of a bylaw is effective from the day of the resolution of directors until confirmed, confirmed as amended, or rejected by the regular members.
- 13.4 If a bylaw, or any amendment or repeal of a bylaw is rejected by the regular members or is not submitted to the next meeting of members, the bylaw, amendment or repeal thereof, ceases to be effective and no subsequent bylaw, amendment or repeal having substantially the same purpose or effect shall be effective until confirmed or confirmed as amended by the regular members.

14.0 FISCAL YEAR

14.1 The fiscal year of the Corporation shall be from January 1 to December 31. The fiscal year end shall be December 31.

15.0 CORPORATE SEAL

15.1 The Corporation may have a corporate seal in the form approved from time to time by the board. If a corporate seal is approved by the board, the executive director of the Corporation shall be the custodian of the corporate seal.

16.0 INVALIDITY OF ANY PROVISIONS

16.1 The invalidity or unenforceability of any provision of this by-law shall not affect the validity or enforceability of the remaining provisions of this by-law.

17.0 WINDING UP

17.1 Upon the liquidation or dissolution of the Corporation, any remaining property of the Corporation shall be transferred to the Canadian Rugby Union.